

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Enerchina Holdings Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Enerchina Holdings Limited

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 622)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at the Board Room, 25/F, China United Centre, 28 Marble Road, North Point, Hong Kong at 10 a.m. on Wednesday, 28 December 2016 is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company dated 30 November 2016 in respect of, among other things, the Authorised Share Capital Increase
“Authorised Share Capital Increase”	the proposed increase of the Company’s authorised share capital from HK\$120,000,000 divided into 12,000,000,000 Shares to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 88,000,000,000 unissued Shares
“Board”	the board of Directors
“Company”	Enerchina Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 622)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 December 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Authorised Share Capital Increase
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Enerchina Holdings Limited

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 622)

Executive Directors:

Mr. Chen Wei (*Chairman*)
Mr. Chow Chi Wah Vincent
Mr. Sam Nickolas David Hing Cheong
(Chief Executive Officer)
Mr. Tang Yui Man Francis

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Cheung Wing Ping
Mr. Chui Kark Ming
Mr. Ma Ka Ki

Principal Place of Business:

25/F China United Centre
28 Marble Road
North Point
Hong Kong

10 December 2016

To the Shareholders

Dear Sirs/Madams,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

As disclosed in the Announcement, the Board proposes to increase the Company's authorised share capital from HK\$120,000,000 divided into 12,000,000,000 Shares to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 88,000,000,000 unissued Shares.

The purpose of this circular is to provide you with the information relating to the Authorised Share Capital Increase and the notice of SGM.

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LETTER FROM THE BOARD

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Company has an authorised share capital of HK\$120,000,000 divided into 12,000,000,000 Shares of which 7,193,846,664 Shares were in issue as at the Latest Practicable Date. The Board proposes to increase the Company's authorised share capital from HK\$120,000,000 divided into 12,000,000,000 Shares to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 88,000,000,000 unissued Shares. The new Shares shall rank *pari passu* with the existing Shares upon issue. The Board is of the view that the proposed Authorised Share Capital Increase will provide flexibility to the Company for any future increase of the capital base of the Company and is in the interests of the Company and the Shareholders as a whole.

Save for the proposed rights issue of the Company (for details, please refer to the Announcement), as at the Latest Practicable Date, the Company (i) did not have any further plans for any fund raising activities; (ii) was not a party to any negotiations relating to any fund raising activities; and (iii) did not have any present intention of issuing any part of the Authorised Share Capital Increase.

The proposed Authorised Share Capital Increase is subject to the approval of the Shareholders by way of an ordinary resolution at the SGM.

GENERAL INFORMATION

The Company is incorporated in Bermuda with limited liability. The Group principally engages in the financial services sector, including investment holdings, provision of securities brokerage services, placing and underwriting services, corporate finance advisory; proprietary trading and investment of securities; provision of margin financing, money lending services, and investment advisory and management services.

RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Board, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

SGM

A notice of the SGM to be held at the Board Room, 25/F, China United Centre, 28 Marble Road, North Point, Hong Kong at 10 a.m. on Wednesday, 28 December 2016 is set out on page 5 to 6 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Computershare Hong Kong Investor

LETTER FROM THE BOARD

Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the SGM shall therefore demand voting on the resolution set out in the notice of SGM be taken by way of poll pursuant to Bye-law 66 of the Bye-laws of the Company.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

To the best knowledge, information and belief of the Board, having made all reasonable enquiries, none of the Shareholders had any material interest in the Authorised Share Capital Increase as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the SGM in respect of the resolution relating to the Authorised Share Capital Increase.

RECOMMENDATION

The Board is of the opinion that the Authorised Share Capital Increase and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the resolution to be proposed at the SGM.

Yours faithfully,
By Order of the Board
ENERCHINA HOLDINGS LIMITED
Sam Nickolas David Hing Cheong
Chief Executive Officer and Executive Director

NOTICE OF SPECIAL GENERAL MEETING



Enerchina Holdings Limited

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 622)

NOTICE IS HEREBY GIVEN that a special general meeting of Enerchina Holdings Limited (the “**Company**”) will be held at the Board Room, 25/F, China United Centre, 28 Marble Road, North Point, Hong Kong at 10 a.m. on Wednesday, 28 December 2016 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the authorised share capital of the Company be and is hereby increased from HK\$120,000,000 divided into 12,000,000,000 shares of HK\$0.01 each (“**Shares**”) to HK\$1,000,000,000 divided into 100,000,000,000 Shares by the creation of an additional 88,000,000,000 unissued Shares (the “**Authorised Share Capital Increase**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Authorised Share Capital Increase.”

By Order of the Board
ENERCHINA HOLDINGS LIMITED
Sam Nickolas David Hing Cheong
Chief Executive Officer and Executive Director

Hong Kong, 10 December 2016

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

25/F China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

- i. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy needs not be a member of the Company.
- ii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- iii. To be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting.
- iv. In the case of joint holders of a share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors:

Mr. CHEN Wei (*Chairman of the Board*)
Mr. CHOW Chi Wah Vincent
Mr. SAM Nickolas David Hing Cheong
(*Chief Executive Officer*)
Mr. TANG Yui Man Francis

Independent Non-Executive Directors:

Mr. CHEUNG Wing Ping
Mr. CHUI Kark Ming
Mr. MA Ka Ki